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**Trinex Minerals Limited**  
**ABN 45 600 308 398**

**NOTICE OF GENERAL MEETING**

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**The General Meeting will be held at  
10.00am  
at Suite 9, 110 Hay Street Subiaco 6008 (WST) on 25 June 2025.**

**Shareholders are encouraged to attend the meeting or vote by  
lodging the Proxy Form which accompanies this Notice.**

*This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

**Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6166 0255 or email at [corporate@trinexminerals.com.au](mailto:corporate@trinexminerals.com.au).**

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**Trinex Minerals Limited**  
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**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Shareholders of Trinex Minerals Limited (the **Company**) will be held at 10.00am on 25 June 2025 at Suite 9, 110 Hay Street Subiaco, 6008 (WST) (the **Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 23 June 2025 (being 2 days prior to the date of the meeting) at 5.00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) rather than attend in person.

If the Meeting cannot be held in person for any reason, the Company will seek to make additional arrangements as required.

For personal use only

## AGENDA

### SPECIAL BUSINESS

#### Resolution 1 – Ratification of issue of Shares pursuant to Tranche 1 of the Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 284,000,000 Shares pursuant to Tranche 1 of the Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”*

##### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) any person who participated in the issue or who is a counterparty to the agreement being approved; or
- (b) any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Resolution 2 – Issue of Shares pursuant to Tranche 2 of the Placement to investors

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue by the Company of 3,496,000,000 Shares to Australian and overseas sophisticated and institutional investors (or their nominees) under Tranche 2 of the Placement, as described in the Explanatory Memorandum, is approved.”*

##### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Resolution 3 – Issue of Shares to Mr William Dix under Tranche 2 of the Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 140,000,000 Shares to Mr William Dix (or his nominee), under Tranche 2 of the Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr William Dix (or his nominee) or any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Resolution 4 – Issue of Shares to Mr Peretz Schapiro under Tranche 2 of the Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 40,000,000 Shares to Mr Peretz Schapiro (or his nominee), under Tranche 2 of the Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Peretz Schapiro (or his nominee) or any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Resolution 5 – Issue of Shares to Mr Geoffrey Stuart Crow under Tranche 2 of the Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 40,000,000 Shares to Mr Geoffrey Stuart Crow (or his nominee), under Tranche 2 of the Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Geoffrey Stuart Crow (or his nominee) or any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 6 – Consolidation of capital**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of section 254H(1) of the Corporations Act and for all other purposes, Shareholders approve the consolidation of all Securities on the basis that:*

- (a) every 127 Shares be converted into 1 Share; and
- (b) all Performance Rights and Options be adjusted in accordance with Listing Rules 7.21 and 7.22 (as applicable),

*with fractional entitlements rounded down to the nearest whole number (to a minimum of one security), in accordance with the timetable, and on the terms and conditions, set out in the Explanatory Memorandum.”*

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## **OTHER BUSINESS**

To consider any other business which may properly be brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

#### **BY ORDER OF THE BOARD**



**Ian Hobson**  
Company Secretary

Dated: 21 May 2025

## EXPLANATORY MEMORANDUM

### Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.00am (WST) on 25 June 2025 at Suite 9, 110 Hay Street, Subiaco.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on each of the Resolutions contained in the Notice.

### Background to Resolutions 1 to 5

#### *Placement*

On 15 May 2025, the Company announced that it had received firm commitments from Australian and overseas sophisticated and institutional investors (including certain Directors of the Company) to raise approximately \$1,000,000 (before costs) through a share placement of 4,000,000,000 Shares in two tranches at an issue price of \$0.00025 per Share (**Placement**).

#### *Tranche 1*

Completion of Tranche 1 of the Placement occurred on 19 May 2025 and resulted in the Company raising \$71,000 (before costs). Shares issued under Tranche 1 of the Placement consisted of 284,000,000 Shares which were issued out of the Company's existing placement capacity under Listing Rule 7.1 (the **Tranche 1 Issue**).

#### *Tranche 2*

Tranche 2 of the Placement relates to the issue of Shares to Australian and overseas sophisticated and institutional investors outside the Company's placement capacity, and to certain Directors, each of which requires Shareholder approval. Subject to Shareholder approval being received, Tranche 2 will result in the issue of a further 3,716,000,000 Shares to raise \$929,000 (before costs). It is the Company's intention to issue the Shares under Tranche 2 of the Placement before implementation of the share consolidation the subject of Resolution 6.

A table setting out the specific details of each tranche of the Placement is set out below:

Description	Number of Shares issued/to be issued	Funds raised/to be raised (before costs)
Tranche 1	284,000,000 issued on 19 May 2025	\$71,000 raised
Tranche 2	3,716,000,000 to be issued	\$929,000 to be raised
<b>Total</b>	<b>4,000,000,000</b>	<b>\$1,000,000</b>

## Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue (without the approval of its shareholders) over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

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### Resolution 1 – Ratification of issue of Shares pursuant to Tranche 1 of the Placement

Please refer to the "Background to Resolutions" section above for information about the Placement and Listing Rules 7.1.

#### Shareholder approval sought

The issue of the Shares pursuant to the Tranche 1 Issue does not fit within any of the exceptions to Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it has utilised part of the Company's 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolution 1, the Company seeks Shareholder approval for, and ratification of, the Tranche 1 Issue under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rules 7.1) to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 1 is passed, the Tranche 1 Issue will be excluded from the calculation of the Company's 15% limit under Listing Rule 7.1 (and its combined 25% limit when including available capacity under Listing Rule 7.1A), increasing the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolution 1 is not passed, the Tranche 1 Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, and (as some of the capacity to issue further securities will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

If Resolution 1 is not passed, then the Company's capacity to issue further securities will continue to be restricted to the extent the relevant Resolution is not approved.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the Tranche 1 Issue:

- (a) The Shares were issued to Australian and overseas sophisticated and institutional investors, none of whom are related parties of the Company. Some of the investors were existing Shareholders of the Company and the others were introduced to the Company by the Directors. The participants in the Placement included DG Resources Management Ltd (**DGRM**), a substantial Shareholder and also the Company's largest Shareholder (which held 265,240,000 Shares (with associates) prior to completion of the Tranche 1 Issue, representing approximately 13.75% of the Shares on issue before completion of the Tranche 1 Issue). DGRM subscribed for 175,000,000 Shares under the Tranche 1 Issue and, subsequently, DGRM's voting power in the Company following completion of the Tranche 1 Issue increased to approximately 19.90%. However, if Tranche 2 of the Placement is approved and all Shares under Tranche 2 of the Placement are issued, DGRM's voting power will decrease to approximately 7.43%. Other than as disclosed above, none of the Shares under the Tranche 1 Issue were issued to related parties of the Company, a member of the Company's key management personnel, a substantial shareholder of the Company, an advisor to the entity or any associates of those persons. The total number of securities issued pursuant to the Tranche 1 Issue was 284,000,000 Shares (Resolution 1).
- (b) The Shares were issued on 19 May 2025.
- (c) The Shares were issued at an issue price of \$0.00025 per Share.

- (d) Funds raised are intended to be used towards further exploration on the Company's existing projects, the assessment of potential value accretive opportunities, and for general working capital purposes.
- (e) There are no further material terms to disclose in respect of the Tranche 1 Issue.
- (f) A voting exclusion statement in respect of each of Resolution 1 is set out in the Notice.

### **Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of each of Resolution 1.

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### **Resolution 2 – Issue of Shares pursuant to Tranche 2 of the Placement to investors**

Please refer to the "Background to Resolutions" section above for information about the Placement and Listing Rule 7.1.

Under this Resolution, the Company seeks Shareholder approval for the issue of 3,496,000,000 Shares to certain sophisticated and institutional investors that participated in the Placement under Listing Rule 7.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities by the Company in the next 12 months.

If Resolution 2 is passed, the Company will be able to proceed with the issue of Shares to investors and the issue will be excluded from the calculation of the Company's 15% limit under Listing Rule 7.1, increasing the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue and will not be able to raise any funds under the Placement.

Listing Rule 7.3 requires the following information to be provided in relation to this Resolution:

- (a) Shares will be issued to certain sophisticated or institutional investors, each of whom were introduced to the Company by the Directors and expressed an interest in participating in the Placement. None of these investors are related parties of the Company, substantial shareholders, members of key management personnel, advisors or associates of those persons who are being issued more than 1% of the Company's current issued capital.
- (b) Up to 3,496,000,000 fully paid ordinary shares in the capital of the Company may be issued under Resolution 2.
- (c) The Shares will be issued as soon as practicable and before the proposed share consolidation the subject of Resolution 6 is implemented. In any event, the Shares will be issued within 3 months after the date of the Meeting.
- (d) The Shares will be issued at an issue price of \$0.00025.
- (e) Funds raised under the Placement will be used for further exploration on the Company's existing projects, the assessment of potential value accretive opportunities and for general working capital purposes.
- (f) A voting exclusion statement is included in the Notice.

### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.



## Resolutions 3 to 5 – Issue of Shares to Directors under Tranche 2 of the Placement

Please refer to the “Background to Resolutions” section above for information about the Placement.

The following Directors (or their nominees) have subscribed for Shares under Tranche 2 of the Placement (together the **Director Placement Issues**), subject to Shareholder approval at the Meeting pursuant to Listing Rule 10.11.

Director	Subscription Shares	Subscription amount
Mr William Dix (Managing Director)	140,000,000	\$35,000
Mr Peretz Schapiro (Non-Executive Director)	40,000,000	\$10,000
Mr Geoffrey Stuart Crow (Non-Executive Director)	40,000,000	\$10,000
<b>TOTAL</b>	220,000,000	\$55,000

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to (among others) a related party or an associate (as defined in the Listing Rules) of a related party unless it obtains the approval of its shareholders.

The Director Placement Issues fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

### Shareholder approval sought

Resolutions 3, 4 and 5 seek the required Shareholder approval to the Director Placement Issues under and for the purposes of Listing Rule 10.11.

If those Resolutions are passed, the Company will be able to proceed with the Director Placement Issues which will allow the Company to raise subscription funds pursuant to those issues.

If those Resolutions are not passed, the Company will not be able to proceed with the Director Placement Issues and the Company will not be able to raise subscription funds pursuant to those issues.

Listing Rule 10.13 requires the following information to be provided in relation to the Director Placement Issues:

- (a) The persons to acquire Shares under the Director Placement Issues are Mr William Dix, Mr Peretz Schapiro and Mr Geoffrey Stuart Crow (or their respective nominees). Mr Dix is the Managing Director of the Company, Mr Schapiro and Mr Geoffrey Stuart Crow are both Non-Executive Directors of the Company.
- (b) Mr Dix, Mr Schapiro and Mr Crow fall within Listing Rule 10.11.1, being Directors of the Company. Their nominees (if applicable) would fall within Listing Rule 10.11.4, being associates (as defined in the Listing Rules) of the above-mentioned Directors.
- (c) The number of Shares that may be acquired by each Director (or their nominees) under the Director Placement Issues pursuant to each Resolution is, in the case of:
  - (i) Mr Dix, 140,000,000 Shares;
  - (ii) Mr Schapiro, 40,000,000 Shares; and
  - (iii) Mr Crow, 40,000,000 Shares.
- (d) The Shares will be fully paid ordinary shares in the capital of the Company.

- (e) Subject to receipt of Shareholder approval, the Shares will be issued in full following receipt of subscription funds and before the proposed share consolidation the subject of Resolution 6 is implemented. In any event, the Shares will be no later than 1 month after the date of the Meeting (unless an ASX waiver is obtained).
- (f) The Shares will be issued at \$0.00025 per Share.
- (g) Funds raised are intended to be used for further exploration on the Company's existing projects, the assessment of potential value accretive opportunities and for general working capital purposes.
- (h) The Director Placement Issues will be paid for by Mr Dix, Mr Schapiro and Mr Crow with their own funds and are not issued to remunerate or incentivise Mr Dix, Mr Schapiro or Mr Crow. The Director Placement Issues are on the same terms as the rest of the Placement, except that they are subject to approval under Listing Rule 10.11 at the Meeting.
- (i) There are no further material terms to disclose in respect of this arrangement.
- (j) A voting exclusion statement in respect of each of Resolutions 5, 6 and 7 are set out in the Notice.

If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### **Board Recommendation**

The Board does not make a recommendation to Shareholders in respect of how to vote on Resolutions 3 to 5 given that those Resolutions relate to the issue of securities to current Directors.

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## **Resolution 6 – Consolidation of capital**

### **Purpose of the Consolidation**

Resolution 6 is an ordinary resolution which proposes that the issued shares of the Company be altered by consolidating them on a 1 for 127 basis (**Consolidation**). The Board is proposing the Consolidation for the following reasons:

- (a) the Company currently has approximately 2,212,652,291 Shares on issue (which will increase to approximately 5,928,652,291 Shares on issue if Resolutions 2 to 5 are passed at the Meeting) which represents a relatively large number when compared to its peer group listed on the ASX; and
- (b) the Consolidation will result in a more appropriate and effective capital structure for the Company which may be more attractive to a wider range of investors and financiers.

If Shareholder approval is obtained, the Consolidation would take place on 7 July 2025 following completion of Tranche 2 of the Placement.

### **Section 254H of the Corporations Act**

Section 254H of the Corporations Act enables a company to convert all of its shares into a smaller number of shares by a resolution passed at a general meeting. Article 2.4 of the Constitution also provides that the Company may by ordinary resolution passed at a general meeting convert all or any of its shares into a larger or smaller number of shares.

### **Effect of the Consolidation**

The Consolidation will reduce the number of existing securities on issue (as all of the Company's securities will be consolidated on a 1 for 127 basis). For example, a Shareholder currently holding 100,000 Shares will, as a result of the Consolidation, hold 787 Shares, and an Optionholder currently holding 100,000 Options will, as a result of the Consolidation, hold 787 Options (with the exercise price to be adjusted as described further below).

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders or holders of Options or Performance Rights. The Consolidation will have no material effect on an individual Shareholder's percentage interest in the Company. The aggregate value of each

Shareholder's holding (and the Company's market capitalisation) should not materially change (other than minor changes due to rounding) as a result of the Consolidation alone (that is assuming no other market movements or impacts occur). The price per Share can be expected to increase to reflect the reduced number of Shares on issue (though the Company makes no representation as to the post-Consolidation price of Shares or market capitalisation of the Company).

The Company's balance sheet and tax position will remain unaltered as a result of the Consolidation.

Set out below is a summary of how the Consolidation will affect the Company's Shares, Options and Performance Rights on issue. Other than the Options and the Performance Rights, the Company has no other convertible securities on issue. The proposed Effective Date of the Consolidation is 7 July 2025 following completion of Tranche 2 of the Placement.

**(a) Shares**

The Company's issued share capital as a result of the Consolidation on a 1 for 127 basis will be as follows (subject to rounding and assuming the successful completion of Tranche 2 of the Placement):

	Pre-Consolidation	Post-Consolidation
Shares on issue before Tranche 2 of the Placement completes	2,212,652,291	17,422,459
Shares on issue following completion of Tranche 2 of the Placement	5,928,652,291	46,682,302

**(b) Options**

Listing Rule 7.22.1 requires the Company to consolidate the number of existing Options of the Company in the same 1 for 127 ratio with the exercise price being amended in inverse proportion to that ratio. Accordingly, the existing Options will be consolidated as follows (subject to rounding):

		Pre-Consolidation		Post-Consolidation	
ASX Code	Expiry date	Number of options	Exercise price	Number of options	Exercise price
TX3AL	18 June 2026	1,000,000	\$0.02	7,874	\$2.54
TX3AN	21 December 2026	16,000,000	\$0.011	125,984	\$1.397
TX3AA	17 December 2027	11,000,000	\$0.0126	86,614	\$1.60
<b>Total</b>		<b>28,000,000</b>		<b>220,472</b>	

**(c) Performance Rights**

The Company's Performance Rights as a result of the Consolidation on a 1 for 127 basis will be as follows (subject to rounding):

ASX Code	Performance Rights	Pre-Consolidation	Post-Consolidation
TX3AM	Performance Rights	604,038,462	4,756,208
TX3AO	Employee Performance Rights	60,000,000	472,440
<b>Total</b>		<b>664,038,462</b>	<b>5,228,648</b>

**(d) Fractional entitlements**

Where the Consolidation results in an entitlement to a fraction of a security, that fraction will be rounded down to the nearest whole number (to a minimum of one security).

**(e) Holding statements**

Following the Consolidation, all holding statements for existing Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares (on a post-Consolidation basis). After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to Shareholders, who are encouraged to check their holdings after the Consolidation.

**(f) Taxation**

The Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Consolidation will be the sum of the cost bases of the original Shares pre-Share Consolidation. The acquisition date of Shares held after the Consolidation will be the same as the date on which the original Shares were acquired.

This Explanatory Memorandum does not however consider the tax implications in respect of Shares or other securities held on revenue account, as trading stock or by non-resident Shareholders. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position as a result of the Consolidation. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Consolidation.

**(g) Indicative timetable**

If Resolution 3 is passed, the Consolidation will take effect in accordance with the timetable set out in paragraph 7 of Appendix 7A of the Listing Rules. The anticipated timetable for the Consolidation is set out below.

Event	Indicative date
Company announces the Consolidation and provides Notice of Meeting to Shareholders	22 May 2025 Announcement made by Appendix 3A.3
Effective date of Consolidation ( <b>Effective Date</b> )	If Resolution 6 is approved, 7 July 2025 following completion of Tranche 2 of the Placement.
Last day for trading in pre-Consolidation securities	8 July 2025
Trading in post-Consolidation securities commences on a deferred settlement basis	9 July 2025
<b>Record Date</b> Last day for the Company to register transfers on a pre-Consolidation basis	10 July 2025
First day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold	11 July 2025
Last day for the Company to update its register, to send holding statements to security holders and to notify ASX	17 July 2025

*The above dates are indicative only and are subject to change.*

**Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 6 for the reasons set out in this section of the Explanatory Memorandum.

**Action to be taken by Shareholders**

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

**Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, please note that the Chairman intends to vote all undirected proxies held by him, and which are able to be voted, **in favour** of all Resolutions.

## Schedule 1 – Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

**ASX** means ASX Limited (ABN 98 008 624 691) and where the context requires, means the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Chairman** means the person appointed to the chair of the Meeting convened by this Notice.

**Company** means Trinex Minerals Limited (ABN 45 600 308 398).

**Consolidation** has the meaning given in the Explanatory Memorandum under “Resolution 6 – Consolidation of Shares”.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Director Placement Issues** has the meaning given in the Explanatory Memorandum under “Resolutions 3 to 5”.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum to this Notice.

**Listing Rules** means the Listing Rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of this Notice.

**Notice** means this notice of meeting.

**Option** means an unquoted option to acquire a Share.

**Performance Right** means a right to acquire one Share upon the satisfaction of applicable vesting conditions.

**Placement** has the meaning given in the Explanatory Memorandum under the heading “Background to Resolutions 1 to 5”.

**Proxy Form** means the proxy form attached to this Notice.

**Resolution** means a resolution contained in this Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**Tranche 1 Issue** has the meaning given in the Explanatory Memorandum under “Background to Resolutions 1 to 5”.

**WST** means Australian Western Standard Time, being the time in Perth, Western Australia.

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 23 June 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

#### Lodging your Proxy Voting Form:

##### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### BY FACSIMILE:

+61 2 8583 3040

##### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Trinex Minerals Limited, to be held at **10.00am (AWST) on Wednesday, 25 June 2025 at Suite 9, 110 Hay Street, Subiaco WA 6008** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Ratification of issue of Shares pursuant to Tranche 1 of the Placement	<div></div>	<div></div>	<div></div>
2 Issue of Shares pursuant to Tranche 2 of the Placement to investors	<div></div>	<div></div>	<div></div>
3 Issue of Shares to Mr William Dix under Tranche 2 of the Placement	<div></div>	<div></div>	<div></div>
4 Issue of Shares to Mr Peretz Schapiro under Tranche 2 of the Placement	<div></div>	<div></div>	<div></div>
5 Issue of Shares to Mr Geoffrey Stuart Crow under Tranche 2 of the Placement	<div></div>	<div></div>	<div></div>
6 Consolidation of capital	<div></div>	<div></div>	<div></div>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) /  /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).